

## LYME ART ASSOCIATION BYLAWS

Adopted October 22, 1995; Revised September 26, 1999

### Article I: Name, Object and Governance

The name shall be The Lyme Art Association. It is a non-stock, non-profit, tax-exempt SECTION 501(3)(c) corporation, having its principal office in the Town of Old Lyme, Connecticut.

The mission of the Association is to maintain an Art Gallery, to hold exhibitions, to advance the cause of Fine Art, and to educate the public.

The Association shall be governed by these Bylaws which supercede prior bylaws and constitutions.

### Article II: Membership

1. The membership of the Association shall consist of the following classes: Active Artist Members (referred too simply as "Artist Members" in these bylaws), Associate Members, Non-Resident Artist Members, and Life Members.
2. Artist Members shall be persons elected pursuant to these Bylaws. They shall be persons who actively follow their artistic endeavors, are full or part-time residents of the State of Connecticut at the time of their election, and shall act in conformance with these Bylaws and compatibly with the general character and reputation of the Association and its members.
  - 2.1 Artist Members shall exclusively have the right to control the Association through vote.
3. Associate Members shall be persons who support the objects of the Association and who have paid the prescribed dues.
4. Life Members shall be persons, previously Artist Members, who are chosen by two thirds vote of Artist Members present at an Annual or Special Meeting, based on the Member's accomplishment and contribution as a Member. Life Members may exhibit in shows and attend Artist Member meetings but shall have no vote. They are not expected to participate in Association activities to the extent Artist Members do. No dues shall be required.
5. Non-Resident Artist Members shall be persons who formerly were Artist Members, who reside in a state other than Connecticut, and who actively follow their artistic endeavors.
6. Any Member shall receive the following honorary designation, upon acceptance by the Executive Committee of certain money or in-kind gifts:

Benefactor – for a gift of at least \$2,500

Patron – for a gift of at least \$1,000

Supporting Member – for one year, for gift of at least \$250  
Contributing Member – for one year, for a gift of at least \$100

7. No member of Officer may receive any pecuniary profit from the Association. Reasonable compensation for services which effectuates the purposes of the Association is permitted, as determined by the Executive Committee (See Article VI, Section I.)
8. Nothing herein shall be construed as giving any person a right to be a Member. Acceptance as a member, or termination of membership, is within the full discretion of Artist Members.

### Article III: Directors

The roster of the Artist Members as a whole shall comprise the board of directors. They shall manage the affairs of the corporation as set forth herein; and, shall serve without compensation.

### Article IV: Officers

1. The officers shall be: President, Vice President, Secretary, and Treasurer. They shall be elected at the Fall Meeting and shall serve one year, or until replaced.
2. An officer shall be an Artist Member unless none are so willing to serve; in which case, an officer shall be an Associate Member.
3. The President shall act as the chief executive officer, subject to decisions of the executive committee, and shall preside over all meetings of the Association and Executive Committee. The President shall be ex-officio member of all committees.
4. The Vice President shall perform such duties as the President or Executive Committee assigns, and shall act in place of the President when the President when the President is absent, incapacitated or declines to act.
5. The Secretary shall keep true and complete minutes and other records of the proceedings of all meetings of the Association and of the Executive Committee.
  - 5.1 The Secretary shall maintain a correct roll of Members and their addresses. The minutes and roll of Members shall be open for inspection and copying by Members at all reasonable times.
  - 5.2 The Secretary shall preserve and maintain the Association's records, keeping orderly files of documents and information related to actions of the officers and Executive Committee.
  - 5.3 The Secretary shall send notices of meetings and notices of changes in status to Members, including providing each new Artist Member with a copy of these Bylaws.
  - 5.4 The Secretary shall carry out such other clerical or secretarial duties as the President or Executive Committee may assign. The Secretary may delegate record keeping and clerical duties.

6. The Treasurer shall receive and hold as a fiduciary any monies of the Association, paying all proper bills for authorized expenditures. The Treasurer shall keep full, current and accurate accounts in a manner accessible for inspection at any reasonable time by the Executive Committee or its designee. When requested by the Executive Committee, the Treasurer shall make a financial report of receipts and disbursements, balance on hand, and outstanding obligations. The Treasurer shall make a full financial report at the Fall Meeting.
  - 6.1 The Treasurer, with advice from the Executive Committee, may establish a financial advisory committee comprised of one or more members or non-members, to provide advice regarding the Association's finances and investments.
7. Any officer vacancy shall be filled by the Executive Committee; and, any officer so appointed shall serve out the remainder of the term, until the next Fall Meeting, with full powers and duties of the office.
8. The Executive Committee may from time to time designate an Assistant Secretary or Assistant Treasurer to assist the Secretary or Treasurer.
9. Only the President with the Secretary shall have the authority to execute contracts and agreements on behalf of the Association.

#### Article V: Meetings

1. The Association shall hold (a) Annual Meetings, those required by these Bylaws; (b) Regular Meetings, those set according to a schedule at the Fall Meeting; and (c) Special Meetings, those specially called pursuant to these Bylaws.
2. Two Annual Meetings shall be held each year, in the vicinity of Old Lyme:
  - a) The Fall Meeting shall be held on the third Sunday in September
  - b) The Spring Meeting shall be held on the third Sunday in May
3. Regular Meetings shall be held, on a schedule decided at the Fall Meeting, for the purpose of enabling interested Members to be informed of, and to participate in, the activities of the Association.
4. Special Meeting may be called by the President. The President shall call a Special Meeting on written request of at least five Artist Members, for any stated purpose, setting the date for such Meeting within 15 days of the request unless the requestors agree otherwise. The Secretary shall call such meeting if the President fails to do so. If within 8 days of presentation of the written request to the President, neither the President nor Secretary has called the meeting, the requesting Members may call the Special Meeting.
5. Notice of Meetings shall be delivered directly to an Artist Member or his or her residence, or may be mailed to the Member's address as shown in the Association records, no less than 7 days nor more than 50 days prior to the meeting. Any notice shall state the date, time and place of meeting and the general purpose of the meeting.

6. Associate members may attend any Annual Meeting and Regular Meeting; and, any Special Meeting, unless stated otherwise herein or unless a majority of the Artist Members present at the Meeting decide to the contrary.
7. Ten Artist Members shall constitute a quorum at an Annual Meeting or Special Meeting. No Artist Member may attend or act at a Meeting through proxy or by absentee ballot, unless two thirds of the Artist Members in physical attendance at the Meeting agree to such.
8. Only the vote of Artist Members shall be effective for any decision or action of the Association at a Meeting. However, an advisory vote of the other Members may be taken at any Meeting.
9. The order of business at each Annual Meeting shall consist of:
  - a) Minutes of the previous Meeting
  - b) Treasurer's report
  - c) Committee reports
  - d) Other business, old and new
10. In Addition to items in Section 9, at the Fall Meeting, a closed part of the Meeting as set forth in Section 10.1, prior to any other business at the Meeting; and, there shall be added to the order of business:
  - a) Election of officers, effective after the Meeting
  - b) Schedule of Regular Meetings for the year
  - c) Setting of dues and fees
  - d) Announcement of the election of new Artist Members, to be effective after the meeting; after report by the Screening Committee
  - e) Selection of committee chairs and members for the coming year, for the:

Program Committee  
Printing Committee  
Gallery and Grounds Committee  
Publicity Committee  
Entertainment Committee
  - f) Election to the Executive Committee of two members at large
  - g) Selection of committee chairs for the forthcoming:

Associates Show  
Spring Show

Other planned activities where the chairs of such committees shall select their own committee members unless otherwise decided at the Meeting.

- h) The first part of the Fall Meeting shall comprise a meeting of the Artist Members only. It shall start at least one hour prior to the start of remainder of the Meeting which others may attend. Notwithstanding Section 7, Artist Members may cast ballots in person, or through a written proxy designating another Artist Member, provided the Member granting the proxy represents that he or she is familiar with the work of the candidate for whom the vote is cast for or against.
11. In addition to the items in Section 9, at the Spring Meeting, there shall be added to the order of business:
- a) Selection of committee chairs and members for the coming year, for the:
    - Screening Committee
    - Nominating Committee
    - Audit Committee
  - b) Any change in Rules of Exhibition and exhibition fees.
  - c) Selection of committee chairs for forthcoming Exhibitions, where chairs of the committees shall select their own committee members, unless otherwise decided at the Meeting.

#### Article VI. Committees

- 1. The Executive Committee shall, pursuant to any direction from the Artist Members acting as board of directors, manage the affairs, funds and property of the Association and oversee all executive functions, in fulfillment of the objects and purposes of the Association. It may exercise all powers of the Association, subject to the corporation charter, these Bylaws, and actions of Artist Members at Meetings. It shall fill any officer or committee vacancy in the event of incapacity or resignation.
  - 1.1. The Executive Committee shall be comprised of the President, Vice President, Secretary and Treasurer; the chairs of the Gallery and Grounds Committee, Publicity Committee, and Entertainment Committee; and, two Artist Members chosen at large at the Fall Meeting.
  - 1.2 At least two thirds of the persons on the Executive Committee shall be Artist Members, and five persons present shall constitute a quorum.
- 2. The Publicity Committee shall have general charge of all newspaper, magazine, and other publicity pertaining to exhibitions.
- 3. The Entertainment Committee shall be in charge of refreshments and entertainment at receptions and other functions.

4. The Gallery and Grounds Committee shall be in charge of the care and maintenance of the Association's real property, and shall make all minor repairs and replacements.
5. The Printing Committee shall have charge of all catalogues and all other printing for the Association.
6. The Screening Committee shall review the applications of prospective Artist Members. It shall consist of five Artist Members, and two Artist Member alternates, to act in absence of a full member, all elected for one year at the Spring Meeting. At least 5/ths of the members shall be persons who did not serve on the committee during the prior year.
7. The Program Committee shall recommend art-related activities, such as demonstrations, lectures, community affairs, and art workshops; and, it shall promote such interests as decided by the Artist Members.
8. The Audit Committee shall periodically, and no less than annually, inspect financial records and general record keeping to ensure they are in good and proper order. It shall at least make a report to the Executive Committee within three months of appointment. The Audit Committee shall be comprised of one or more qualified persons.
9. The Nominating Committee shall nominate a slate of election at the Fall Meeting, and carry out any other nominating duties assigned by the Executive Committee.
10. Chairs and committee members may be Artist Members or Associate Members, unless expressly stated otherwise, subject to limitations of Section 1.2 of this Article VI.

#### Article VII. Dues and Fees

1. Members shall pay annual dues, in amounts determined at the Fall Meeting, as they may be changed from time to time. Members awarded honorary designations under Article II, and Life Members, shall not be required to pay dues.
2. Upon election, an Artist Member shall pay an initiation fee in the amount last determined at a Fall Meeting.
3. Members who fail to timely pay dues and fees shall not have the rights and privileges of Members, except as otherwise allowed herein.

#### Article VIII. New Members

1. Election of any new Artist Members shall be only by three-quarters majority vote of Artist Members voting in person or by proxy at the Fall Meeting. The names of the candidates shall be sent by the Screening Committee to the Secretary at least four weeks prior to the date of the Fall Meeting. The Secretary shall send such list, with any other appropriate information from the Screening Committee, to all Artist Members at least 10 days prior to the Fall Meeting.
2. To be considered for Artist Membership by the Association, a person must:

- a) be an Associate Member,
  - b) be a full or part-time resident of the State of Connecticut,
  - c) have exhibited a minimum of ten paintings and participated in at least five Association exhibits within a five year period, if a painter, or have exhibited two pieces in Association exhibits within a three year period, if a sculptor, and
  - d) be committed to working actively at the Association. The Screening Committee may waive the requirement (a) and (c) for good reason stated.
3. Any applicant for artist membership must submit to the Screening Committee, by August 1 of the year of application, a completed Association application, a current resume, and
    - a) if a non-sculptor: six original pictures, which works have not been exhibited at an Association exhibition, and which works are neither class work nor done under tutelage, or
    - b) if a sculptor: four most recent sculptures, which works have not been exhibited at an Association exhibition, and which works are neither class work nor done under tutelage.
  4. Any applicant recommended for membership by the Screening Committee must provide six paintings or four sculptures, new to the Association, for viewing, over a time frame specified by the Screening Committee prior to and during the Fall Meeting at which the applicant's election is to be considered.

#### Article IX. Suspension and Termination of Membership

1. The Secretary or Treasurer may terminate the membership of any Associate Member who does not pay dues or other indebtedness to the Association when payable.
2. The Executive Committee may warn or temporarily suspend a Member's privileges, including the right to vote and exhibit, if:
  - a) the Member has violated the Bylaws or acted contrary to, or incompatibly with, the objects and purposes of the Association.
  - b) the Member is an Artist Member who, for two years, has not paid dues or other indebtedness to the Association, and
  - c) the Member has been notified in writing.
3. Artist Members, by two thirds vote of those present and voting at an Annual or Special Meeting, may terminate the membership of any member who:
  - a) has not paid dues or indebtedness when such was due, provided the Secretary or Treasurer has given reasonable written notice of the non-payment,
  - b) as an Artist Member or Non-Resident Artist Member, has ceased actively following his or her artistic endeavors or failed to exhibit at the Association for two consecutive years.
- 3.1 The Secretary shall present at the Fall Meeting the names of Artist Members and Non-Resident Artist Members who have not exhibited at the Association for two consecutive years.
4. Artist Members, by two-thirds secret ballot of the Artist Membership at an Annual or Special Meeting, may expel a Member for violation of Bylaws or for acting in a way which is

detrimental to, or incompatible with, the Association or its purposes; provided the Member has been given a reasonable opportunity to be heard in answer to the charges.

5. Any Member who has been suspended or expelled may be reinstated by two-thirds vote of Artist Members at an Annual or Special Meeting.

#### Article X. Non-Resident Member

1. An Artist Member who has removed his or her residence from Connecticut shall inform the Secretary; and, the Member may request to be designated Non-Resident Artist Member by the Executive Committee, subject to any contrary vote of the Artist Members present at the next Annual Meeting.
2. A Non-Resident Artist Member shall have no vote in the affairs of the Association, but may continue to exhibit at the Association to the same extent as an Artist Member; provided, the Non-Resident Artist Member shall pay annual dues as they have been last set at a Fall Meeting.

#### Article XI. Dissolution

In the event of dissolution of the Association, any assets remaining after payment of just debts shall be transferred to the MacCurdy-Salisbury Educational Foundation, Inc., of Old Lyme, Connecticut, for the general purposes of the Foundation.

#### Article XII. Amendments

Amendments to these Bylaws shall be made only by two-thirds of Artist Members in attendance at an Annual Meeting, or at a Special Meeting called for such purpose with the prior written consent of five Artist Members. At least seven days to any said Meeting, the Secretary shall send to each Artist Member a copy of the proposed amendment with any explanation by the proponents thereof.